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9 Attorneys for Plaintiff

10 LOOP AI LABS INC.

11 **UNITED STATES DISTRICT COURT**

12 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**

13
14 LOOP AI LABS INC.,

15 Plaintiff,

16
17 v.

18 ANNA GATTI, et al,

19 Defendants.

CASE NO.: 3:15-cv-00798-HSG-DMR

**DECLARATION OF
VALERIA CALAFIORE HEALY
IN SUPPORT OF LOOP AI LABS INC.'S
MOTION TO DISQUALIFY VENABLE
LLP**

Action Filed: February 20, 2015

Trial Date: July 11, 2016

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2 I, Valeria Calafiore Healy hereby declare under penalty of perjury that the following
3 statements are true and correct to the best of my knowledge, information and belief:

4 1. I am an attorney duly admitted to practice law in the State of New York and have
5 been admitted *pro hac vice* by this Court as counsel for Plaintiff Loop AI Labs Inc. (the
6 “Plaintiff” or “Loop AI”) in this action.

7 2. I am familiar with the investigation and proceedings in the above captioned
8 action.

9 3. I submit this Declaration in connection with Loop AI’s Motion to Disqualify
10 Venable LLP (“Motion”).

12 **Attempts To Meet & Confer Regarding Conflicts Issue**

13 4. On August 3, 2015, Loop AI was advised by Orrick Herrington & Sutcliffe LLP
14 (“Orrick”) – in connection with the subpoena *duces tecum* issued to Orrick (the “Orrick
15 Subpoena”) – that Peter Sternberg, one of the attorneys they had just identified in response to the
16 Orrick Subpoena was now a partner at Venable LLP (“Venable”).

17 5. Loop AI could not have discovered this fact sooner because, until Orrick was
18 directed by the Court to respond to the Orrick Subpoena, Orrick refused to voluntarily identify
19 any of the attorneys that worked on the Almayiva matter and Almayiva similarly objected to
20 Orrick providing any response to Loop AI.

21 6. Upon receipt of this information from Orrick, I promptly reached out to Venable’s
22 General Counsel on August 5, 2015, to address the conflict. *See e.g.* ECF 161. *See also* Ex. G at
23 EX-G-1.

24 7. On or about August 10, I again reached out to Venable as well as to Venable’s
25 counsel for Almaywave USA Inc., AlmayvivA S.p.A., and Almaywave S.r.l. (together “Almayviva”),
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1 and to address the conflict and to stipulate to a period of time to address the conflicts internally
2 between the parties. *See* Ex. G at EX-G-4.

3 8. Almagiva demanded that I explain in writing the nature of the conflicts. In an
4 effort to seek to resolve this matter without court intervention, I complied with Almagiva's
5 request by providing, on August 14, 2015, additional details regarding the conflicts that needed
6 to be addressed. *See* Ex. G at EX-G-2 - 7.

7 9. On August 21, 2015, Almagiva responded to my letter indicating simply that there
8 is no conflict. *See* Ex. G at EX-G-8.

9 10. Since that date, and as recently as September 3, 2015, I made various other
10 attempts to meet and confer with Almagiva regarding this matter but both Almagiva and Venable
11 declined to have any discussion.
12

13 Exhibits

14 11. Attached hereto as **Exhibit A** is a true and correct copy of Venable LLP's
15 Objections and Responses to Loop AI Labs Inc.'s subpoena *duces tecum* issued to Venable LLP,
16 dated August 21, 2015.
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18 12. Attached hereto as **Exhibit B** is a true and correct copy of the official record of
19 current legal representatives and agents of Almagiva S.r.l. before the United States Patent
20 Office in connection with the Valeria Sandei's United States Patent Application No. 14450085
21 ("Sande Application") which is at issue in this action. This record is current through September
22 16, 2015. As set forth in Exhibit B, to this date, Orrick continues to be the law firm of record for
23 Almagiva S.r.l. In addition, as set forth in **Exhibit A**, Venable indicated that it also is acting as
24 Almagiva S.r.l. in connection with the same Sandei Application. *See* Ex. A, Response to
25 Request 6. Based on these records, it appears that Orrick continues to act as co-counsel with
26 Venable on the Sandei Application which is at issue in this action.
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1 13. Attached hereto as **Exhibit C** is a true and correct copy of the Orrick's Conflict of
2 Interest Search Request Summary and Report dated March 27, 2014, Bates number OHS00103-
3 117, relating to the conflicted Almagiva representation at issue in this case.

4 14. Attached hereto as **Exhibit D** are true and correct copies of correspondence
5 involving Anna Gatti, Almagiva and a third party involved in the matters at issue in this action,
6 Russell Reynolds Associates Inc. ("RRA"). These documents include true and correct copies of
7 the documents produced to Loop AI by RRA. In addition, the documents include true and
8 accurate translations prepared by me. I am fluent in both Italian and English and competent to
9 render the translations being submitted. Also attached to Exhibit D is a separate authentication
10 of accuracy by a third party translator.

11 15. Attached hereto as **Exhibit E** is a true and correct copy of Orrick's Conflict of
12 Interest Search Request Summary and Report dated April 24, 2012, Bates number OHS00129-
13 143, relating to Orrick's opening of the Loop AI matter.

14 16. Attached hereto as **Exhibit F** is a true and correct copy of an official record from
15 the New York State Unified Court System online attorney directory relating to Attorney Peter
16 Sternberg's official law firm affiliation as of September 16, 2015.

17 17. Attached hereto as **Exhibit G** are true and correct copies of certain meet and
18 confer correspondence between Loop AI, Venable and Orrick referenced above.

19 18. Attached hereto as **Exhibit I** is a true and correct copy of Orrick's Responses and
20 Objections to Loop AI Labs, Inc.'s subpoena *duces tecum* to Orrick, dated July 30, 2015.

21 19. On March 5, 2015, I was contacted by Venable LLP's Attorney Wallerstein.
22 During this telephone conference Mr. Wallerstein detailed knowledge of specific investor and
23 other Loop AI matter that were highly-confidential and that Mr. Wallerstein could not have had
24 without access to Orrick's files. During this call I asked Mr. Wallerstein if Orrick also
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1 represented Almadiva and Mr. Wallerstein confirmed that they did, but refused to disclose to me
2 any of the names of the Orrick lawyers involved.

3 20. Orrick also refused to voluntarily provide me any of the names the Orrick
4 attorneys who had worked on the Almadiva matters, until the Court's directed Orrick to respond
5 to the Subpoena at the end of July 2015. On August 3, 2015, I received a small production of
6 documents by Orrick in response to the Subpoena which included a list of the Orrick attorneys
7 that worked on the Almadiva matter. I also reviewed the list of Orrick attorneys that worked on
8 the Loop AI matter. Three of the Orrick attorneys used by Attorney Sternberg on the Almadiva
9 matter also worked on the Loop AI matter. In addition, the majority of attorneys involved in
10 both matters were members of the same Orrick Corporate practice group.
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14 Executed: September 16, 2015
15 New York, New York



Valeria Calafiore Healy